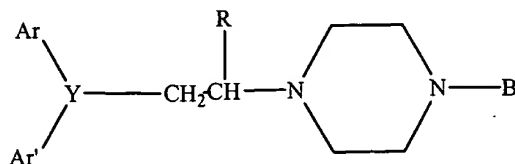


**I. Listing of the Claims:** This Listing will replace all prior versions, and listings of claims in the application:

Claim 1. (currently amended) A compound of the formula



wherein

each of Ar and Ar' is independently selected from a group consisting of phenyl and pyridyl, each optionally substituted by one or more members selected from the group consisting of alkyl, alkoxy, cyano, nitro, amino, alkylsulfonylamino, and alkylamino;

Y is a member selected from the group consisting of nitrogen atom, CH, C-OH, and C-CN  
and C-CONH<sub>2</sub>;

R is a hydrogen atom or a lower alkyl group;

B ~~either (a) represents~~ is selected from the group consisting of (i) phenyl, (ii) naphthyl, (iii) benzodioxanyl, and (iv) indolyl; wherein a phenyl ring of said B is optionally substituted  
with one or more substituents selected from the group consisting of hydrogen atom, alkyl,  
alkoxy, halogen, cyano, nitro, amino, alkylsulfonylamino and alkylamino; or (b) together  
with the phenyl ring to which it is attached forms a 9- or 10-membered fused bicyclic ring  
selected from the group consisting of naphthyl and 9- or 10-membered rings comprising one  
or two heteroatoms selected independently from the group consisting of N, O and S, said  
bicyclic ring optionally substituted with one or more substituents selected from the group  
consisting of alkyl, alkoxy, halogen, cyano, nitro, amino, alkylsulfonylamino and alkylamino  
groups,

with the provisos that

- 1) when B is methoxyphenyl and Y is selected from C-CN and C-CONH<sub>2</sub> then Ar and Ar' are not simultaneously unsubstituted phenyl or unsubstituted phenyl and alkylphenyl;
- 2) when Y is CH, Ar and Ar' cannot both be optionally substituted pyridyl;
- 3) when Y is CH and one of Ar and Ar' is optionally substituted phenyl, the other of Ar' and Ar cannot be optionally substituted pyridyl; and
- 4) when Y is CH or a nitrogen atom and each of Ar and Ar' are optionally substituted phenyl wherein said substitution is methyl, then B either (a) represents is selected from the group consisting of is selected from the group consisting of (i) phenyl, (ii) naphthyl, (iii) benzodioxanyl, and (iv) indolyl; wherein a phenyl ring of said B is optionally substituted with one or more substituents selected from the group consisting of alkoxy, halogen, cyano, nitro, amino, alkylsulfonylamino and alkylamino groups; or (b) together with the phenyl ring to which B is attached, forms a 9 or 10 membered fused bicyclic ring system selected from the group consisting of naphthyl and 9 or 10 membered rings comprising one or two heteroatoms selected independently from the group consisting of N, O and S, said bicyclic ring optionally substituted with one or more substituents selected from the group consisting of alkyl, alkoxy, halogen, cyano, nitro, amino, alkylsulfonylamino and alkylamino groups, and enantiomers, diastereomers, N-oxides crystalline forms, hydrates and pharmaceutically acceptable salts thereof.

Claim 2. (currently amended) A compound of claim 1 wherein Y is nitrogen a CH, C-OH, or C-CN or C-CONH<sub>2</sub> group.

Claim 3. (previously presented) A compound selected from the group consisting of:

1-(3,3-diphenylpropyl)-4-(2-methoxyphenyl)piperazine;

1-(3,3-diphenylpropyl)-4-[5-(2,3-dihydro-1,4-benzodioxinyl)]piperazine;

1-[3,3-bis-(4-nitrophenyl)propyl]-4-(2-methoxyphenyl)piperazine;

1-[3,3-bis-(4-methoxyphenyl)propyl]-4-(2-methoxyphenyl)piperazine;

1-[*N,N*-bis-(2-pyridyl)-2-aminoethyl]-4-(2-methoxyphenyl)piperazine;

1-[3-aminocarbonyl-3-phenyl-3-(2-pyridyl)propyl]-4-(2-methoxyphenyl)piperazine;

1-[3-cyano-3-(2-nitrophenyl)-3-phenylpropyl]-4-(2-methoxyphenyl)piperazine;

1-[3-aminocarbonyl-3-(2-nitrophenyl)-3-phenylpropyl]-4-(2-methoxyphenyl)piperazine;

1-[3-cyano-3-(2-nitrophenyl)-3-(2-pyridyl)propyl]-4-(2-methoxyphenyl)piperazine;

1-[3-aminocarbonyl-3-(2-nitrophenyl)-3-(2-pyridyl)propyl]-4-(2-methoxyphenyl)-piperazine;

and enantiomers, N-oxides, hydrates, and pharmaceutically acceptable salts thereof.

Claim 4. (previously presented) A pharmaceutical composition of a compound of claim 1 and a pharmaceutically acceptable diluent or carrier.

Claim 5. (previously presented) A pharmaceutical composition of a compound of claim 2 and a pharmaceutically acceptable diluent or carrier.

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Claims 6-18. (canceled)

Claim 19. (previously presented) A pharmaceutical composition of a compound of claim 3 and a pharmaceutically acceptable diluent or carrier.

Claim 20. (previously presented) The pharmaceutical composition of claim 19 which comprises at least one excipient selected from the group consisting of lubricants, plasticizers, colorants, absorption enhancers, and bactericides.

Claim 21. (previously presented) A compound selected from the group consisting of:

1-[3-hydroxy-3,3-bis-(2-pyridyl)propyl]-4-(2-methoxyphenyl)piperazine;

1-(4-1H-indolyl)-4-[3,3-bis-(2-pyridyl)propyl]piperazine;

1-[3-cyano-3,3-bis-(2-pyridyl)propyl]-4-(2-methoxyphenyl)piperazine;

1-[3-cyano-3-phenyl-3-(2-pyridyl)propyl]-4-(2-methoxyphenyl)piperazine; and

1-[N-(2-nitrophenyl)-N-(2-pyridyl)-2-aminoethyl]-4-(2-methoxyphenyl)piperazine.